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April 19, 2017

**FOR SETTLEMENT PURPOSES ONLY
NOT TO BE ADMITTED INTO EVIDENCE**

Juan Fajardo, Esq.
Office of Regional Counsel
New Jersey Superfund Branch
USEPA, Region 2
290 Broadway, 17th Floor
New York NY 10007-1866

Re: Offer of Cash Out Settlement at Diamond Alkali Superfund Site Related to Belleville
NJ Facility.

Dear Mr. Fajardo:

As we discussed on the phone yesterday, I represent Textron, Inc. with respect to the Lower Passaic River matter. Textron, Inc. has reviewed EPA's Offer Of Cash Out Settlement at the Diamond Alkali Superfund Site dated March 30, 2017, which is addressed to Belleville Industrial Center and the BOC Group, Inc., among other potential responsible parties. The alleged liability of Belleville Industrial Center and BOC Group (now Linde, LLC) is based on the ownership and operation of a manufacturing facility located at 681 Main Street in Belleville, New Jersey ("the Belleville Site"), approximately 400 feet inland from the Passaic River. The facility was also operated by Textron, Inc. This letter is to reiterate that Textron, Inc. would like to separately participate in the cash-offer and is willing to sign the Administrative Settlement Agreement and make separate payment of the settlement amount. Based on Textron's position as an owner/operator of the Belleville Site and Linde's and Belleville Industrial Center's identical positions as owners and operators of the Site, we see no reason whatsoever as to why Textron would not be eligible for the cash-out offer. We believe that EPA's refusal to extend the offer to Textron is arbitrary and capricious.

The facility located on the Belleville Site was established by Federal Leather Company in 1919. On August 13, 1956, Textron, Inc. purchased the assets of Federal Leather Company, including the Belleville property. In 1958, Textron Inc. transferred the assets of the Federal Industries Division to Federal Industries, Inc., a subsidiary of Textron, Inc. On April 25, 1962, Textron Industries, Inc. sold the Federal Industries Division to Air Reduction (also known as Airco). Air

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Reduction operated the Site until 1968. Air Reduction subsequently sold the Site to the Belleville Industrial Center, the current owner. Linde, LLC is the successor to Airco Inc., Air Reduction Company and the BOC Group, Inc.

In summary, Textron Inc. operated the Belleville Site for 6 years, Linde operated the Site for 6 years and the Belleville Industrial Site owners have owned and operated the Site for 49 years. All three companies have participated in the Cooperating Parties Group (CPG) for the LPRSA Superfund Site. Only Linde and the Belleville Industrial Center received EPA's March 30, 2017 cash-out offer.

Based on all of the information available to Textron, Inc., including an NJDEP Preliminary Assessment; a Langan Remedial Investigation Report prepared for Belleville Industrial Center in 2005, and documents produced in the third-party contribution litigation captioned *NJDEP v. Occidental Chemical Corp.* in the Superior Court of New Jersey, no dioxin, furans or PCBs were identified on the Belleville Site. It appears that EPA has not identified any of these contaminants on the Site either, based on the Cash-Out offer to Linde and Belleville Industrial Center.

We acknowledge that Textron, Inc. has separately been identified by EPA as a PRP at the LPRSA Superfund Site in connection with a different facility historically owned and operated at 400 Doremus Avenue in Newark, NJ, located between River Mile 1 and the Newark Bay. (That site was also operated by Archer, Daniels, Midland; NL Industries; Ashland Chemical, and Reichhold.) But, we understand that another PRP, which has been offered a cash-out for the FFS based on operation of a facility above River Mile 8.3, also operated a different facility on the lower river in the OU-2 area, so that cannot be a justification for excluding Textron from the cash-out offer covering the Belleville Site.

We fail to understand how EPA is distinguishing Textron, Inc. on the one hand and Linde and Belleville Industrial Center on the other hand, when all three companies operated the Belleville Site in succession. You indicated that EPA might want to investigate Federal Leather further, but even if Textron is responsible for Federal Leather's liabilities, which it denies, Federal Leather operated well north of and outside the OU-2 area and no dioxin, furans or PCBs have been identified at the Belleville Site at all, let alone during Federal Leather's operation at the Site. There seems to be no reasonable or logical explanation as to why Textron, Inc. was not offered a cash-out for the Belleville Site. While Textron is sympathetic to EPA's need to limit this cash-out offer to a minimum number of PRPs, EPA can easily characterize Textron as an additional PRP that operated at an up-river Site of the kind that was originally intended to be included in the cash-out offer.

Importantly, Textron does **not** seek to cash-out of any alleged liability related to or arising out of the 400 Doremus Avenue facility at this time. Textron is prepared to make the settlement payment and execute the draft Administrative Settlement Agreement prepared by EPA attached to EPA's Offer of Cash Out Settlement dated March 30, 2017, including any modification EPA

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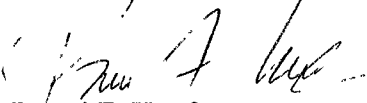
may wish to make limiting the covenant not to sue and contribution protection to the Belleville facility.

Please let me know if you would like us to provide any transaction documents or the site investigation reports referenced in this letter. We urge you to add Textron, Inc. to the list of PRPs receiving the cash-out offer. The failure of EPA to include Textron, Inc. as an early cash-out party when it is identically situated to Linde and Belleville Industrial Center, is inequitable and not supported by the facts or record.

Kindly contact me as soon as possible to discuss Textron's eligibility for this cash-out offer. Thank you for your consideration and for your prompt response yesterday to my message. I do appreciate it and know how busy you are.

Sincerely yours,

HOLLAND & KNIGHT LLP

A handwritten signature in black ink, appearing to read "Bonni F. Kaufman", is written over the printed name.

Bonni F. Kaufman